

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

D.N.J. LBR 2016-1, FEE APPLICATION COVER SHEET

IN RE: LTL Management LLC¹ APPLICANT: AlixPartners, LLP
CASE NO.: 23-12825 (MBK) CLIENT: Chapter 11 Debtor
CHAPTER: 11 CASE FILED: April 4, 2023

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION UNDER
PENALTY OF PERJURY, PURSUANT TO 28 U.S.C. SECTION 1746

RETENTION ORDER(S) ATTACHED AS EXHIBIT A

**ALIXPARTNERS, LLP'S COMBINED (I) FOURTH MONTHLY FEE
STATEMENT FOR THE PERIOD FROM JULY 1, 2023 THROUGH AUGUST 11, 2023,
AND (II) FINAL FEE APPLICATION FOR THE PERIOD FROM APRIL 5, 2023 THROUGH
AUGUST 11, 2023 FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS
FINANCIAL ADVISOR TO THE CHAPTER 11 DEBTOR**

**SECTION I
FEE SUMMARY**

	<u>FEES</u>	<u>EXPENSES</u>
TOTAL PREVIOUS FEES REQUESTED	<u>\$385,744.50</u>	<u>\$0.00</u>
TOTAL FEES ALLOWED TO DATE:	<u>\$0.00</u>	<u>\$0.00</u>
TOTAL RETAINER REMAINING (IF APPLICABLE)	<u>\$992.60</u>	<u>\$0.00</u>
TOTAL PREVIOUS HOLDBACK (IF APPLICABLE)	<u>\$77,148.90</u>	<u>\$0.00</u>
TOTAL RECEIVED BY ALIXPARTNERS, LLP	<u>\$308,595.60</u>	<u>\$0.00</u>
 FEE TOTALS	 \$ 421,085.50	
DISBURSEMENTS TOTALS	+ <u>\$20.99</u>	
TOTAL FEE APPLICATION	\$ 421,106.49	

¹ The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

Professional	Title	Rate	Hours	Fees
John R Castellano	Partner & Managing Director	\$1,400	40.0	\$ 56,000.00
Jonathan Mitchell	Partner & Managing Director	\$1,400	6.8	9,520.00
Kevin Montague	Partner & Managing Director	\$1,140	17.8	20,292.00
Gary Gutzler	Partner	\$1,115	72.6	80,949.00
Elizabeth S Kardos	Partner	\$800	5.9	4,720.00
Jarod E Clarrey	Director	\$950	105.5	100,225.00
Loring Hill	Director	\$880	51.0	44,880.00
Mark Barnett	Senior Vice President	\$805	51.5	41,457.50
Milena Sandeen	Senior Vice President	\$735	34.0	24,990.00
Heather E Saydah	Senior Vice President	\$550	17.7	9,735.00
Brooke Filler	Vice President	\$510	42.4	21,624.00
Jennifer A Bowes	Vice President	\$485	13.8	6,693.00
Total Fees and Hours for Professionals			459.0	\$ 421,085.50

Average Billing Rate \$ 917.40

**SECTION II
SUMMARY OF SERVICES**

Matter Code	Matter Category	Hours	Fees
1.1	Chapter 11 Process / Case Management This category includes: (i) organizing and managing the Debtor's resources to effectively and efficiently plan, coordinate and manage the Chapter 11 process; (ii) reviewing and maintaining dockets and case calendars; and (iii) holding working sessions to keep the engagement team informed of the latest case developments, remain aligned on the many workstreams, verify that resources were properly allocated to meet deadlines, and ensure all matters and issues were being addressed in an efficient and timely manner.	37.3	\$ 36,286.50

[Table continued on next page.]

Matter Code	Matter Category	Hours	Fees
1.5	U. S. Trustee / Court Reporting Requirements This category includes: (i) complying with the requirements of this Court, the Office of the U.S. Trustee, and/or the Bankruptcy Code; and (ii) preparing financial and operating information, including the interim and monthly operating reports, non-debtor reports, and motions, orders and stipulations related thereto.	53.6	\$ 46,106.00
1.16	Adversary Proceedings and Contested Matters This category includes supporting the Debtor in addressing pending litigation, including review of certain filed objections, replies and related documents, and other related business analyses.	186.2	\$ 190,615.00
1.17	Preparation for / Attend Court Hearings This category includes preparation for Court hearings and attending Court hearings in person, by video conference, or telephonically.	16.8	\$ 18,975.00
1.19	Retention Applications & Relationship Disclosures This category includes drafting and managing the retention and relationship disclosure processes.	64.6	\$ 35,936.00
1.20	Fee Statements & Fee Applications This category includes managing the fee application and process, preparing and reviewing fee applications, and all required supporting documentation in accordance with requirements of the U.S. Trustee and/or the Court.	18.9	\$ 11,218.00
1.21	SOFAs and Schedules This category includes preparing and reviewing the Schedules of Assets and Liabilities, and the Statement of Financial Affairs, along with associated amendments.	41.1	\$ 38,044.50
1.22	Meetings with Management and Advisors This category includes meeting attendance and participation with Debtor management, Debtor professionals, the U.S. Trustee, and other parties-in-interest.	40.5	\$ 43,904.50
Total Hours and Fees by Matter Category		459.0	\$ 421,085.50

SECTION III
SUMMARY OF DISBURSEMENTS

Expense Category	Amount
Internet	20.99
Total Expenses	\$ 20.99

**SECTION IV
CASE HISTORY**

(NOTE: Items 3 - 6 are not applicable to applications under 11 U.S.C. §506)

- (1) DATE CASE FILED: April 4, 2023
- (2) CHAPTER UNDER WHICH CASE WAS COMMENCED: 11
- (3) DATE OF RETENTION: June 7, 2023, effective as of April 4, 2023 [Docket No. 717].
- (4) SUMMARIZE IN BRIEF THE BENEFITS TO THE ESTATE AND ATTACH SUPPLEMENTS AS NEEDED:
 - a) AlixPartners assisted with the preparation of the Debtor's Statement of Financial Affairs, Schedules of Assets and Liabilities, and Monthly Operating Reports, as required by an order of the court, the Bankruptcy Code or other applicable rules or guidelines.
 - b) AlixPartners provided the Debtor with support in addressing pending litigation, including review of certain filed objections, replies and related documents, attendance of hearings, and other related analyses.
 - c) AlixPartners provided support to the Debtor with regard to the professional fee administration process, including maintaining detailed records of court filings, coordination with the Jones Day team, developing supporting documentation, and coordinating payment administration with the Debtor.
 - d) AlixPartners assisted the Debtor in coordinating and providing administrative support and organization in connection with the bankruptcy case, including coordination with the Debtor directly, with the Jones Day team, and with the Wollmuth Maher & Deutsch LLP team on matters related to scheduling, compliance and overall case administration.
- (5) ANTICIPATED DISTRIBUTION TO CREDITORS:
 - (A) ADMINISTRATION EXPENSES: (unknown at this time)
 - (B) SECURED CREDITORS: (unknown at this time)
 - (C) PRIORITY CREDITORS: (unknown at this time)
 - (D) GENERAL UNSECURED CREDITORS: (unknown at this time)
- (6) FINAL DISPOSITION OF CASE AND PERCENTAGE OF DIVIDEND PAID TO CREDITORS (IF APPLICABLE): Final disposition of case and dividend are unknown at this time.
- (7) I certify under penalty of perjury that the foregoing is true and correct.

Dated: September 8, 2023

/s/John R. Castellano
John R. Castellano

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

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Attorneys for the Chapter 11 Debtor

In re:

LTL MANAGEMENT LLC,¹

Debtor.

Chapter 11

Case No.: 23-12825 (MBK)

Honorable Michael B. Kaplan

Hearing Date: October 18, 2023 at 10:00 a.m.

Objection Deadline: September 22, 2023 at 4:00 p.m.

**ALIXPARTNERS, LLP'S COMBINED (I) FOURTH MONTHLY FEE
STATEMENT FOR THE PERIOD FROM JULY 1, 2023 THROUGH AUGUST 11, 2023,
AND (II) FINAL FEE APPLICATION FOR THE PERIOD FROM APRIL 5, 2023 THROUGH
AUGUST 11, 2023 FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS
FINANCIAL ADVISOR TO THE CHAPTER 11 DEBTOR**

¹ The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

AlixPartners, LLP (“AlixPartners”), as financial advisor to LTL Management LLC (the “Debtor”), hereby submits its combined fourth monthly and final application (the “Application”), for (i) monthly allowance of compensation for professional services rendered and reimbursement of out-of-pocket expenses incurred for the period from July 1, 2023 through August 11, 2023 (the “Fourth Monthly Period”) and (ii) final allowance of compensation for professional services rendered and reimbursement of out-of-pocket expenses incurred for the period from April 5, 2023 through August 11, 2023 (the “Final Period”). AlixPartners respectfully states as follows:

Jurisdiction and Venue

1. The United States Bankruptcy Court for the New Jersey (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Basis for Relief

3. The bases for relief requested herein are 11 U.S.C. §§ 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-3 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Bankruptcy Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals* [Docket No. 562] (“Interim Compensation Order”).

Background

4. On April 4, 2023 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing the above-captioned chapter 11 cases (the “Chapter 11 Cases”) in this Court.

5. On August 11, 2023, the Court entered the *Order (I) Dismissing Debtor's Chapter 11 Petition Pursuant to 11 U.S.C. Section 1112(b); (II) Establishing Procedures with Respect to Requests for Compensation; and (III) Granting Related Relief* [Docket No. 1211] (the "Dismissal Order").

6. Pursuant to the Dismissal Order, all professionals requesting compensation for services rendered and reimbursement of expenses in the Chapter 11 Case must file and serve a final fee application no later than September 10, 2023 (thirty (30) days after the dismissal date).

AlixPartners' Retention

7. On May 4, 2023, the Debtor filed its *Application for Retention of AlixPartners, LLP as Financial Advisor Effective as of the Petition Date* [Docket No. 429] (the "Retention Application").

8. On June 7, 2023, the Court entered the *Order Authorizing Retention of AlixPartners, LLP, as Financial Advisor for the Debtor Effective as of the Petition Date* [Docket No. 717] (the "Retention Order"), attached hereto as **Exhibit A**.

9. AlixPartners is currently holding a retainer in the amount of \$992.60 (the "Retainer").

10. The Retention Order approved the terms of AlixPartners' hourly fee and expense structure set forth in the engagement letter dated April 5, 2023 (the "Engagement Letter") and authorized AlixPartners to be compensated and reimbursed pursuant to section 327 of the Bankruptcy Code in accordance with the terms of the Engagement Letter, subject to the procedures set forth in the Bankruptcy Code, Bankruptcy Rules, Local Rules, U.S. Trustee Guidelines and the Interim Compensation Order, and any other applicable orders of this Court.

11. Pursuant to the Engagement Letter, John R. Castellano is the partner and managing director responsible for this engagement, assisted by a staff of consultants at various levels with a wide range of relevant skills and abilities.

Relief Requested

12. AlixPartners’ filed and served three (3) monthly fee statements pursuant to the Interim Compensation Order during the Final Period, and one (1) monthly fee statement for the period July 1, 2023 through August 11, 2023 and is included in this Application attached hereto as **Exhibit B** (the “Monthly Fee Statements”).

13. The Monthly Fee Statements contain detailed descriptions of the services rendered in the amount of \$421,085.50² and out-of-pocket expenses incurred in the amount of \$20.99 and are noted below:

Date Filed Docket No.	Period Covered	Requested		Paid		Certificate of No Objection	Amount Outstanding
		Fees	Expenses	Fees	Expenses		
06/06/2023 Docket #802	04/05/2023 - 04/30/2023	\$61,159.50	\$0.00	\$48,927.60	\$0.00	07/05/2023 Docket #983	\$12,231.90
07/12/2023 Docket #1018	05/01/2023 - 05/31/2023	\$281,807.00	\$0.00	\$225,445.60	\$0.00	07/27/2023 Docket #1118	\$56,361.40
07/20/2023 Docket #1082	06/01/2023 - 06/30/2023	\$42,778.00	\$0.00	\$34,222.40	\$0.00	08/04/2023 Docket #1159	\$8,555.60
09/08/2023 Docket #N/A	07/1/2023 - 08/11/2023	\$35,341.00	\$20.99				\$35,361.99
Total		\$421,085.50	\$20.99	\$308,595.60	\$0.00		\$112,510.89

14. Detailed descriptions of the services performed by each professional, organized by matter category and by date, the hours of services provided (in tenths of an hour), and a detailed list of the out-of-pocket expenses incurred during the Final Period are attached to the Monthly Fee Statements.

15. AlixPartners received payments from the Debtor in the amount of \$308,595.60 for services rendered during the Final Period. AlixPartners will apply the Retainer to this Application and the total amount of \$111,518.29 will remain outstanding after application of the Retainer.

² This amount includes the 20% holdback of fees reflected in the Monthly Fee Statements, including \$12,231.90 for the First Monthly Fee Statement, \$56,361.40 for the Second Monthly Fee Statement, \$8,555.60 for the Third Monthly Fee Statement, and \$7,068.20 for the Fourth Monthly Fee Statement, for a total holdback of \$84,217.10 (the “Holdback”).

Summary of Professional Services During the Final Period

16. During the Final Period, AlixPartners has advised and assisted the Debtor with (i) preparation of the Statement of Financial Affairs and Schedules of Assets and Liabilities, Monthly Operating Reports, and the Periodic Report Regarding Value, Operations, and Profitability of Entities in Which the Debtor's Estate Holds a Substantial or Controlling Interest, as required by the Bankruptcy Court; (ii) support in addressing pending litigation, including review of certain filed objections, replies and related documents, attendance of hearings, and other related business analyses; (iii) support for the professional fee administration process, including maintaining detailed records of court filings, coordination with the Jones Day team, developing supporting documentation, and coordinating payment administration with the Debtor; and (iv) coordinating and providing administrative support and organization in connection with the bankruptcy case, including coordination with the Debtor directly, with Jones Day team, and with the Wollmuth Maher & Deutsch LLP team on matters related to scheduling, compliance and overall case administration.

17. AlixPartners believes that the professional fees and out-of-pocket expenses requested during the Final Period are reasonable, and all amounts requested are for actual and necessary services rendered on behalf of the Debtor.

18. AlixPartners has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in this Chapter 11 Case. No promises have been received by AlixPartners as to compensation in connection with this Chapter 11 Case other than in accordance with the provisions of the Bankruptcy Code.

Certification

19. A Certification of John R. Castellano is attached hereto as **Exhibit C** and incorporated

herein.

No Prior Request

20. No prior request for the relief sought in this Application has been made to this or any other court. This Application is made without prejudice to further or final applications based upon all relevant criteria, including the results achieved in the case as a whole.

Notice

21. Notice of the Application has been or will be provided to those parties entitled to receive notice hereof in accordance with any applicable order of this Court.

[Remainder of page intentionally left blank.]

Conclusion

WHEREFORE, AlixPartners, as financial advisor to the Debtor, respectfully requests that the Court enter an order providing: (i) a monthly allowance to AlixPartners in the amount of \$35,341.00 as compensation for professional services rendered and reimbursement of out-of-pocket expenses incurred in the amount of \$20.99 during the Fourth Monthly Period; (ii) a final allowance to AlixPartners in the amount of \$421,085.50 (including the Holdback in the amount of \$84,217.10) as compensation for professional services rendered and reimbursement of out-of-pocket expenses incurred in the amount of \$20.99 during the Final Period; (iii) that AlixPartners is authorized to apply the Retainer to the fees set forth in this Application; (iv) that the Debtor is are authorized and directed to pay AlixPartners the remaining outstanding balance of \$111,518.29; and (v) such other and further relief as this Court deems proper.

Dated: September 8, 2023

ALIXPARTNERS, LLP
300 N. LaSalle Street
Chicago, IL 60654

/s/ John R. Castellano

By: John R. Castellano
Managing Director